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SECRETARY, BOARD OF
OIL, GAS & MINING

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

IN THE MATTER OF THE REQUEST)
 FOR AGENCY ACTION OF)
 NEWFIELD PRODUCTION COMPANY)
 FOR AN ORDER POOLING ALL)
 INTERESTS IN FIVE DRILLING)
 UNITS ESTABLISHED BY THE)
 BOARD'S ORDERS ENTERED IN)
 CAUSES NOS. 139-8 AND 139-90 IN)
 SECTIONS 7, 9, AND 28, TOWNSHIP 3)
 SOUTH, RANGE 2 WEST, AND)
 SECTIONS 8 AND 12, TOWNSHIP 3)
 SOUTH, RANGE 3 WEST, U.S.M.,)
 DUCHESNE COUNTY, UTAH)

HEARING EXAMINER'S
 RECOMMENDED FINDINGS
 OF FACT AND CONCLUSIONS
 OF LAW

Docket No. 2014-010

Cause No. 139-115

This Cause came on regularly for hearing before John C. Rogers, Associate Director,
 Oil and Gas, Utah Division of Oil, Gas and Mining (the "Division"), as the Utah Board of Oil, Gas,
 and Mining's (the "Board") designated Hearing Examiner, on Wednesday, February 19, 2014, at the
 hour of 1:30 p.m. in Room 112 of the Department of Natural Resources, 1594 West North Temple,
 Salt Lake City, Utah. Brad Hill, Oil and Gas Permitting Manager; Dustin Doucet, Petroleum
 Engineer; and Clinton Dworshak, Compliance and Public Outreach Manager, were present for the
 Division at the hearing. The Hearing Examiner was represented by Cassidy Wallin, Assistant
 Attorney General, and the Division was represented by Douglas Crapo, Assistant Attorney General.

The petitioner, Newfield Production Company ("Newfield"), was represented by
 Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy, and Shane Gillespie, Newfield's
 Landman, and Mike Jensen, Newfield's Engineering Advisor, testified on behalf of Newfield at the

February 19, 2014 hearing. Mr. Jensen was recognized by the Hearing Examiner as an expert reservoir engineer for the purposes of this Cause.

Two members of the public, Mike Synder and Rodney Perschon, attending on behalf of Glen A. Synder, a consenting mineral interest owner, also were present at the hearing, but chose not to participate other than to make a suggestion regarding locating missing persons using resources available on the Internet. On February 10, 2014, Rodney Knight, an owner of a mineral interest in subject Section 12, Township 3 South, Range 3 West, U.S.M., on behalf of himself and purportedly on behalf of all of the Knights with interests in said Section 12, filed (via email) an objection to Newfield's Request for Agency Action (the "Request"). On February 14, 2014, Rodney Knight filed (again via email) a request to withdraw his objection to Newfield's Request.

At the February 19, 2014 hearing, Newfield made an oral motion to continue those portions of its Request involving the Nickerson #6-28-3-2W Well located in Section 28, Township 3 South, Range 2 West, and the Odekirk #11-12-3-3W Well located in Section 12, Township 3 South, Range 3 West, to the Board's regularly scheduled March 26, 2014 hearing. Newfield also made an oral motion for leave to file certain Revised Land Exhibits out of time. The Hearing Examiner granted both of Newfield's motions.

Other than Newfield, the Division, Rodney Knight, and the aforementioned members of the public, no person or party filed a response to Newfield's Request and no other person or party appeared at or participated in the February 19, 2014 hearing in opposition to Newfield's Request in this matter.

FINDINGS OF FACT

1. Notices of the time, place, and purposes of the February 19, 2014 hearing and the Board's regularly scheduled February 26, 2014 hearing were mailed to all locatable

interested parties by first-class mail, postage prepaid, and were duly published in the Salt Lake Tribune, Deseret Morning News, The Vernal Express, and the Uintah Basin Standard pursuant to the requirements of the Utah Administrative Code ("U.A.C.") Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.

2. Newfield Production Company is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

3. Under those certain Orders entered on September 20, 1972, and May 9, 2012, in Cause Nos. 139-8 and 139-90, respectively, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

The interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.

(the "Spaced Interval") for all of the Subject Lands (as defined herein). The Order in Cause No. 139-90 modified the Order in Cause No. 139-8 and authorized up to four producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon each drilling unit comprising Sections 7 and 9, Township 3 South, Range 2 West, U.S.M., and Sections 8 and 12, Township 3 South, Range 3 West, U.S.M. (together, the "Subject Lands"), provided that no such well be closer than 1,320 feet from an existing unit well completed in and producing from the formations and no closer than 660 feet from the drilling unit boundary.

5. The following wells have been drilled into and produce from the Lower Green River-Wasatch formations beneath the Subject Lands (the "Subject Wells"):

- a. Ute Tribal #6-7-3-2W Well located in the SE $\frac{1}{4}$ NW $\frac{1}{4}$ of subject Section 7. First production occurred on October 15, 2012.
- b. Ute Tribal #14-9-3-2W Well located in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 9. First production occurred on January 20, 2013.
- c. Red Cap #2-8-3-3WH Well whose surface location is in the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 8 and whose bottomhole location is located in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of said Section 8. First production occurred on June 3, 2013.
- d. To-Put-Che-Ar #13-12-3-3WH Well whose surface location is located directly south of subject Section 12, in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of adjacent Section 13, Township 3 South, Range 3 West, U.S.M. The To-Put-Che-Ar #13-12-3-3WH Well encountered the Spaced Interval in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 12, and its bottomhole location is in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ of said Section 12. Production for this well has not yet commenced.

6. The minerals in subject Section 7 (T3S-R2W) are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation (the "Ute Indian Tribe"), Ute Distribution Corporation, an Indian Allottee, the United States of America, and numerous private (fee) owners as identified in Newfield's Revised Land Exhibit 3-A.1. Newfield and the other working interest owner, Crescent Point Energy U.S. Corp. ("Crescent Point") have leased 99.52677256% of the oil and gas minerals in said Section 7. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the operating agreement admitted into evidence and the record as Newfield's Land Exhibit 6 (the "JOA"), which names Newfield as Operator and voluntarily pools the working interests in the

Subject Lands beneath Section 7. The unleased and uncommitted mineral interests in Section 7 are owned (in the indicated percentages) by the following parties: Neil R. Lemon (0.15783077%); the following heirs of Ruth Doxey: Carolyn Olsen (0.00180333%), Tom Walker (0.00180333%), and Wayne Walker (0.00180333%); Isabelle T. Jensen, as an heir of Sara I. Tanner (0.00721331%); the following heirs of Zola T. Rhodes: David Rhodes (0.00144266%), Peggy Rhodes (0.00144266%), Daniel Rhodes (0.00144266%), Doug Rhodes (0.00144266%), and Nancy Rhodes (0.00144266%); Deril Smith, as an heir of Henry A. Smith (0.00028845%); Emmy Blechmann, as an heir of Frederick H. Blechmann and Clarice E. Blechmann (0.0014427027%); the Estate and the heirs/devisees of Ernan H. Smith (0.00288483%) including, without limitation: Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Carlan Smith, Merrilee Smith, Rawlo Smith, Dawn Smith Soger, Shirley Marie Chapman, and Mary Ann Arrington; the following heirs of Agnes S. Knapp (0.00288483%): Carol Jean Knapp Barney, Maradel Knapp Brown, Erick Knapp, and Frank Knapp; Laura Macfarlane (Twiss) (0.00048081%); Craig Macfarlane (0.00048081%); and Ronald L. Schneider (0.0014427027%), all as identified in Newfield's Revised Land Exhibit 3-A.2.

7. The minerals in subject Section 9 (T3S-R2W) are owned by the Ute Indian Tribe, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Revised Land Exhibit 3-B.1. Newfield and the other working interest owners, Crescent Point and Bill Barrett Corporation ("BBC"), have leased 94.3390334% of the oil and gas minerals in said Section 9. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the JOA, which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands beneath said Section 9. BBC has agreed to voluntarily participate in the drilling of the Ute Tribal

#14-9-3-2W Well. At the time of the hearing, Newfield and BBC were completing the negotiations of a joint operating agreement covering the Subject Lands, among other lands. The unleased and uncommitted mineral interests in Section 9 are owned (in the indicated percentages) by the following parties: M. Richard Walker, as Trustee of the Verne H. Eliason Family Trust (3.0729165%); the following heirs of Agnes S. Knapp (0.0114238%): Carol Jean Knapp Barney, Maradel Knapp Brown, Erick Knapp, and Frank Knapp; Laura Macfarlane Twiss (0.0019040%); Craig Macfarlane (0.0019040%); the Estate and the heirs/devisees of Ernan H. Smith (0.0114238%), including, without limitation: Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Carlan Smith, Merrilee Smith, Rawlo Smith, Dawn Smith Soger, Shirley Marie Chapman, and Mary Ann Arrington; Emmy Blechmann, as an heir of Frederick H. Blechmann and Clarice E. Blechmann (0.5712933%); Deril Smith, as an heir of Henry A. Smith (0.0011423%); Neil R. Lemon (0.6250000%); John R. Zackrison, c/o Mary Zackrison (0.1428213%); Lillian F. Smith, J. Fish Smith, Menlo F. Smith, as Trustees for Lillian Smith, U/A dated October 10, 1972 (0.5712930%); Isabelle T. Jensen, as an heir of Sara I. Tanner, (0.0285643%); the following heirs of Ruth Doxey: Carolyn Olsen (0.0071411%), Tom Walker (0.0071411%), and Wayne Walker (0.0071411%); the following heirs of Zola T. Rhodes: David Rhodes (0.0057129%), Peggy Rhodes (0.0057129%), Daniel Rhodes (0.0057129%), Doug Rhodes (0.0057129%), and Nancy Rhodes (0.0057129%); and Ronald L. Schneider (0.5712933%), all as identified in Newfield's Revised Land Exhibit 3-B.2.

8. The minerals in subject Section 8 (T3S-R3W) are owned by the Ute Indian Tribe, Ute Distribution Corporation, an Indian Allottee, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-D.1. Newfield and the other working interest owner, Crescent Point, have leased 99.781250% of the oil and gas minerals in the Subject Lands beneath

said Section 8. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the JOA, which names Newfield as Operator and voluntarily pools the working interests in subject Section 8. The only unleased and uncommitted mineral interest in Section 8 is owned (in the indicated percentage) by Thomas A. Judd and Ethel Judd or the Estates of Thomas A. Judd and Ethel Judd (0.218750%) as identified in Newfield's Land Exhibit 3-D.2.

9. The minerals in subject Section 12 (T3S-R3W) are owned by the Ute Indian Tribe, Ute Distribution Corporation, Indian Allottees, Utah School and Institutional Trust Lands Administration, and numerous private (fee) owners as identified in Newfield's Revised Land Exhibit 3-F.1. Newfield and the other working interest owners, Crescent Point, Roden Oil Company ("Roden"), Seguro Investments, LLC ("Seguro"), Unitex Holdings, LLC ("Unitex"), and Quirt Energy Resources LLC ("Quirt") have leased 98.737226% of the oil and gas minerals in said Section 12. All of such leases provide that the lessee may pool the lease with other leases. Newfield, Crescent Point, Roden, Seguro, Unitex, and Quirt have executed joint operating agreements similar in form to the JOA, which name Newfield as Operator and voluntarily pool the working interests in the Subject Lands beneath said Section 12. Chalfant, Inc., an unleased mineral interest owner, has agreed to voluntarily participate in the drilling of the To-Put-Che-Ar #13-12-3-3WH Well. The total working and mineral interests committed to the To-Put-Che-Ar Well is 99.049726%. The unleased and uncommitted mineral interests in said Section 12 are owned (in the indicated percentages) by the following parties: Steven Douglas Knight (0.173612%); Rodney Alan Knight (0.173612%); Scott Knight (0.173612%); the heirs of Majorie Iverson, c/o Becky J. Stauffer (0.260417%); the following heirs of Varge Celaya: Chelsea Celaya Bell (0.002790%) and Jillian Celaya Harding (0.002790%); Alfred Mark Fairbanks (0.007440%); the heirs of Jo Anne

Highsmith, c/o Suzan Kedzie (0.046875%); the heirs of Daniel Wollum (0.086806%); Leslie Marie Hunting (0.007440%); James Dean Fairbanks (0.007440%); and Bertha Dean Fairbanks (0.007440%), all as identified in Newfield's Revised Land Exhibit 3-F.2.

10. Newfield has conducted a thorough title examination of the mineral ownership in the Subject Lands in an effort to identify and locate the owners of those interests, including the following parties: the heirs of Ruth Doxey (a potential heir of Sara I. Tanner), including, without limitation: Carolyn Olsen, Tom Walker, and Wayne Walker; the heirs of Zola T. Rhodes (a potential heir of Sara I. Tanner), including, without limitation: David Rhodes, Peggy Rhodes, Daniel Rhodes, Doug Rhodes, and Nancy Rhodes; the Estate and the following heirs/devisees of Ernan H. Smith, including, without limitation: Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Carlan Smith, Merrilee Smith, Rawlo Smith, Dawn Smith Soger, Shirley Marie Chapman, and Mary Ann Arrington; Erick Knapp, as an heir of Agnes S. Knapp; Thomas A. Judd and Ethel Judd or the Estates of Thomas A. Judd and Ethel Judd; the heirs of Daniel Wollum; Leslie Marie Hunting; James Dean Fairbanks; and Bertha Dean Fairbanks (together, the "Unlocatable Nonconsenting Owners"). Newfield's efforts to locate the Unlocatable Nonconsenting Owners are described in Newfield's Land Exhibits 5-A, 5-B, 5-D, and 5-F, as supplemented by the testimony given at the February 19, 2014 hearing. Despite Newfield's diligent search, the Unlocatable Nonconsenting Owners cannot be located, with the exception that prior to the February 19, 2014 hearing Wayne Walker acknowledged that he had received a copy of Newfield's Request and provided a mailing address at which he could be contacted.

11. Pursuant to the Board's Order issued in this Cause on February 5, 2014, personalized notice was given to the following parties, including all of the Unlocatable Nonconsenting Owners: Agnes S. Knapp or the heirs/devisees of Agnes S. Knapp, including

without limitation, Donald E. Knapp, Frank Knapp, Eric Knapp, Carol Jean Knapp Barney, and Maradel Knapp Brown; Ernan H. Smith or the heirs/devisees of Ernan H. Smith, including without limitation, Ernan Young Smith, Dawn Smith Soger, Shirley Marie Chapman, Mary Ann Arrington, Mary K. Smith, Mary Ann Young Smith, Renee Dotson Smith, Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Rawlo Smith, and Carlan Smith; Sara I. Tanner or the heirs/devisees of Sara I. Tanner, including without limitation, Isabelle T. Jensen, Ruth Doxey, Carolyn Olsen, Tom Walker, Wayne Walker, Zola T. Rhodes, David Rhodes, Peggy Rhodes, Daniel Rhodes, Doug Rhodes, and Nancy Rhodes; Steven Hullinger or the heirs/devisees of Steven Hullinger, including without limitation, the heirs/devisees of Joseph W. Hullinger (deceased), the heirs/devisees of Steven D. Hullinger (deceased), the heirs/devisees of Mary Etta Hullinger Pace (deceased), the heirs/devisees of Donna Rose Hullinger Evans (deceased), and the heirs/devisees of Philecty Hullinger (deceased); Thomas A. Judd and Ethel Judd; the heirs/devisees of Marvin V. Fairbanks, including without limitation, Bertha Dean Fairbanks, James Dean Fairbanks, and Leslie Marie Hunting; and the heirs/devisees of Esther Dean Iverson, including without limitation, the heirs/devisees of Daniel Wollum. The notice was published once a week for two consecutive weeks beginning on January 19, 2014, in the Salt Lake Tribune and Deseret Morning News and for two consecutive weeks beginning on January 21, 2014, in the Uintah Basin Standard and The Vernal Express (collectively, the “Published Notice”). Newfield filed Proofs of Publication and an Affidavit of Publication regarding the Published Notice on February 19, 2014. The Hearing Examiner hereby takes official notice of the Proofs of Publication and the Affidavit of Publication. The Published Notice provided notice to the Unlocatable Nonconsenting Owners of Newfield’s Request, the February 19, 2014 Hearing Examiner’s hearing, and the Board’s February 26, 2014 hearing, as well as apprising each unlocatable owner of its opportunity to lease its oil and gas

minerals or to participate as an owner in the drilling of a pertinent Subject Well. The Published Notice also apprised the Unlocatable Nonconsenting Owners of the possibility that the Board may impose up to a 300% penalty on nonconsenting owners.

12. Newfield has made a good faith effort to locate the Unlocatable Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with Neil R. Lemon; Isabelle T. Jensen, as an heir of Sara I. Tanner; Deril Smith, as an heir of Henry A. Smith; Emmy Blechmann, as an heir of Frederick H. Blechmann and Clarice E. Blechmann; the following heirs of Agnes S. Knapp: Carol Jean Knapp Barney, Maradel Knapp Brown, and Frank Knapp; Laura Macfarlane and/or Laura Macfarlane Twiss; Craig Macfarlane; Ronald L. Schneider; M. Richard Walker, as Trustee of the Verne H. Eliason Family Trust; John R. Zackrison, c/o Mary Zackrison; Lillian F. Smith, J. Fish Smith, and Menlo F. Smith, as Trustees for Lillian Smith, U/A dated October 10, 1972; Steven Douglas Knight; Rodney Alan Knight; Scott Knight; the heirs of Majorie Iverson, c/o Becky J. Stauffer, the following heirs of Varge Celaya: Chelsea Celaya Bell and Jillian Celaya Harding; Alfred Mark Fairbanks; and the heirs of Jo Anne Highsmith, c/o Suzan Kedzie (collectively, the "Locatable Nonconsenting Owners") to either lease their interests or obtain agreements for such owners to bear their proportionate share of the costs of the respective pertinent Subject Wells. Newfield testified that prior to the February 19, 2014 hearing, several unleased mineral interest owners indicated that they are willing to lease their mineral interests to Newfield. However, as of the hearing, none of those owners had executed an oil and gas lease covering its mineral interests. Newfield indicated that if it receives an executed oil and gas lease from such owners prior to the Board issuing a final order in this Cause, it will update its Request and the record in this Cause accordingly.

13. No Unlocatable Nonconsenting Owner and, with the exception of the emailed objection of Rodney Knight, no Locatable Nonconsenting Owner (together, the “Nonconsenting Owners”) filed a response to the Published Notice or the Request or otherwise participated at the February 19, 2014 hearing.

14. Forced pooling of the Nonconsenting Owners’ interests in the applicable drilling units comprising the Subject Lands will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

15. Evidence presented at the hearing, as shown by Newfield’s Revised Land Exhibits 8-A, 8-B, 8-D, and 8-F, respectively, established that the weighted average landowner’s royalty prescribed by Section 40-6-6.5(6)(a) of the Utah Code Ann. is 20.5374171% for the leases affecting subject Section 7 (T3S-R2W); 15.7083217% for the leases affecting subject Section 9 (T3S-R2W); 18.413931% for the leases affecting subject Section 8 (T3S-R3W); and 17.372786% for the leases affecting subject Section 12 (T3S-R3W).

16. Newfield’s evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable and appropriate. The “Prime Rate” is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

17. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$75,000, based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

18. As provided in Newfield’s Engineering Exhibits 1A, 1B, 1D, and 1F, respectively, and as supplemented by the testimony given at the hearing, the projected ultimate cost

of drilling and completing each Subject Well is as follows: (1) Ute Tribal #6-7-3-2W Well, \$3,815,875; (2) Ute Tribal #14-9-3-2W Well, \$4,201,275; (3) Red Cap #2-8-3-3WH Well, \$7,719,902; and (4) To-Put-Che-Ar #13-12-3-3WH Well, \$10,980,000, each based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

19. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.

20. The A.A.P.L. Form 610-1989 Model Form Operating Agreement introduced into evidence and admitted to the record at the hearing as Land Exhibit 6 (JOA), is a standard form of operating agreement, which contains fair and reasonable terms and conditions that are commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions appropriate to govern the relationship between Newfield, as the Operator of the drilling units comprising the Subject Lands and the Subject Wells, and the Consenting and Nonconsenting Owners to the extent those provisions are consistent with the Board's Order and address issues not expressly addressed in the Board's Order.

21. Newfield's evidence established that the risks and costs of drilling and completing each Subject Well support the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is just, fair, and appropriate.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purposes of the February 19, 2014 hearing and the Board's regularly scheduled February 26, 2014 hearing was given to all interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request regarding the force pooling of the mineral interests and working interests of the Nonconsenting Owners in the Lower Green River-Wasatch formation beneath the Subject Lands, as provided herein.

4. Declaring the Subject Wells as authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

5. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting the Request.

6. Newfield properly served all mineral interest and working interest owners having legally protected interests, and thereby entitled to notice, by either mailing copies of the Request to those owners or by serving such notice by publication.

7. The Nonconsenting Owners are deemed “nonconsenting owners,” as that term is defined in Section 40-6-2(11) of the Utah Code as relating to the applicable Subject Wells, and are properly deemed to have refused to agree to bear their respective proportionate share of the costs of drilling and operation of such wells as provided in U.A.C. Rule R649-2-9(1).

8. Newfield, as Operator and on behalf of itself, Crescent Point, BBC, Roden, Seguro, Unitex, Quirt, and Chalfant, Inc. are deemed “consenting owners,” as that term is defined in Section 40-6-2(4) of the Utah Code, as relating to the applicable Subject Wells.

9. The personalized Published Notice to the Unlocatable Nonconsenting Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in the drilling of the Subject Wells.

10. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.

11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.

12. The Request and evidence adduced at the February 19, 2014 hearing establish the need for forced pooling upon terms that are just and reasonable.

13. Given the Indian owned minerals in portions of the Subject Lands, communitization agreements are required to create proration units in those sections conforming to the Orders in Causes Nos. 139-8 and 139-90. An order force pooling the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands is required in order for Newfield and the other consenting parties to receive approval of communitization agreements by the appropriate Federal agencies pursuant to Federal regulatory guidelines.

14. Pooling the applicable interests of all Consenting Owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners to their just and equitable shares of the pool in the Lower Green River-Wasatch formation.

15. The forced pooling of the interests belonging to: (1) Neil R. Lemon; the following heirs of Ruth Doxey: Carolyn Olsen, Tom Walker, and Wayne Walker; Isabelle T. Jensen, as an heir of Sara I. Tanner; the following heirs of Zola T. Rhodes: David Rhodes, Peggy Rhodes, Daniel Rhodes, Doug Rhodes, and Nancy Rhodes; Deril Smith, as an heir of Henry A. Smith; Emmy Blechmann, as an heir of Frederick H. Blechmann and Clarice E. Blechmann; the

Estate and the heirs/devisees of Ernan H. Smith, including, without limitation: Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Carlan Smith, Merrilee Smith, Rawlo Smith, Dawn Smith Soger, Shirley Marie Chapman, and Mary Ann Arrington; the following heirs of Agnes S. Knapp: Carol Jean Knapp Barney, Maradel Knapp Brown, Erick Knapp, and Frank Knapp; Laura Macfarlane (Twiss); Craig Macfarlane; and Ronald L. Schneider in the drilling unit comprising subject Section 7; (2) M. Richard Walker, as Trustee of the Verne H. Eliason Family Trust; the following heirs of Agnes S. Knapp: Carol Jean Knapp Barney, Maradel Knapp Brown, Erick Knapp, and Frank Knapp; Laura Macfarlane Twiss; Craig Macfarlane; the Estate and the heirs of Ernan H. Smith, including, without limitation: Skyler Smith, Kelly Smith, Nolan Smith, Doran Smith, Lance Smith, Carlan Smith, Merrilee Smith, Rawlo Smith, Dawn Smith Soger, Shirley Marie Chapman, and Mary Ann Arrington; Emmy Blechmann, as an heir of Frederick H. Blechmann and Clarice E. Blechmann; Deril Smith, as an heir of Henry A. Smith; Neil R. Lemon; John R. Zackrison, c/o Mary Zackrison; Lillian F. Smith, J. Fish Smith, and Menlo F. Smith, as Trustees for Lillian Smith, U/A dated October 10, 1972; Isabelle T. Jensen, as an heir of Sara I. Tanner; the following heirs of Ruth Doxey: Carolyn Olsen, Tom Walker, and Wayne Walker; the heirs of Zola T. Rhodes, including David Rhodes, Peggy Rhodes, Daniel Rhodes, Doug Rhodes, and Nancy Rhodes; and Ronald L. Schneider in the drilling unit comprising subject Section 9; (3) Thomas A. Judd and Ethel Judd or the Estates of Thomas A. Judd and Ethel Judd in the drilling unit comprising subject Section 8, Township 3 South, Range 3 West; and; (4) Steven Douglas Knight; Rodney Alan Knight; Scott Knight; the heirs of Majorie Iverson, c/o Becky J. Stauffer; the following heirs of Varge Celaya: Chelsea Celaya Bell and Jillian Celaya Harding; Alfred Mark Fairbanks; the heirs of Jo Anne Highsmith, c/o Suzan Kedzie; the heirs of Daniel Wollum; Leslie Marie Hunting; James Dean Fairbanks; and Bertha Dean Fairbanks in the drilling unit comprising

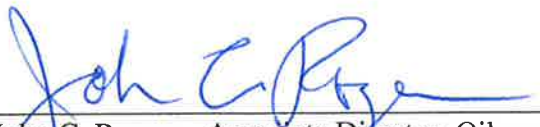
subject Section 12 to the dates of first production for the Subject Well completed as a producing well in such drilling units (*i.e.*, for Section 7 (T3S-R2W), October 15, 2012; for Section 9 (T3S-R2W), January 20, 2013; for Section 8 (T3S-R3W), June 3, 2013; and for Section 12 (T3S-R3W), the date first production from the To-Put-Che-Ar #13-12-3-3WH Well commences, under the terms and conditions set forth in this Order is just and reasonable, and insures all parties will receive their fair and equitable share of production from the Subject Wells.

16. Pursuant to U.A.C. Rule R641-108-204, the Hearing Examiner and the Board may take official notice of the Proofs of Publication and Affidavit of Publication as identified in Finding of Fact No. 11.

HEARING EXAMINER'S RECOMMENDATION

I, John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and Mining, acting under Utah Administrative Code Rule R641-113 as the Utah Board of Oil, Gas and Mining's (the "Board") duly-appointed Hearing Examiner in the above-captioned matter, held an evidentiary hearing on the record on February 19, 2014, at the hour of 1:30 p.m., in Room 112 of the Department of Natural Resources, at 1594 W. North Temple, Salt Lake City, Utah. Based on the evidence received in the record, and based on applicable law, I hereby recommend that the Board adopt the foregoing "Hearing Examiner's Recommended Findings of Fact and Conclusions of Law."

DATED this 26 day of February, 2014.

By 
John C. Rogers, Associate Director, Oil and Gas
Utah Division of Oil, Gas and Mining

4838-3398-9400, v. 1

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **HEARING EXAMINER'S RECOMMENDED FINDINGS OF FACT AND CONCLUSIONS OF LAW** for Docket No. 2014-010, Cause No. 139-115, to be mailed by Email or via First Class Mail with postage prepaid, this 28th day of February, 2014, to the following:

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Estate of Agnes Smith Knapp
c/o Maradel Knapp Brown
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Gilbert, AZ 85234

Estate of Agnes Smith Knapp
c/o Frank Knapp
646 N. 1580
Lehi, UT 84043

Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Kelly Smith

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Doran Smith

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Lance Smith

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Merrilee Smith

UNKNOWN

Estate of Henry A. Smith
c/o Deril Smith
1616 W. Paradise Lane
Salt Lake City, UT 84123

Estate of Ruth Doxey
c/o Tom Walker

UNKNOWN

Estate of Zola T. Rhodes
c/o David Rhodes

UNKNOWN

Estate of Zola T. Rhodes
c/o Daniel Rhodes

UNKNOWN

Estate of Zola T. Rhodes
c/o Nancy Rhodes

UNKNOWN

Frederick H. Blechmann & Clarice E.
Blechmann
Emmy Blechmann
13406 State Highway 75
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Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Carlan Smith

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Rawlo Smith

UNKNOWN

Estate of Ruth Doxey
c/o Carolyn Olsen

UNKNOWN

Estate of Ruth Doxey
c/o Wayne Walker
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Calgary AB T2Y 2R7
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[Address updated 2/24/2014]

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c/o Peggy Rhodes

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Estate of Zola T. Rhodes
c/o Doug Rhodes

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Estes Park, CO 80517

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Hghlnds Ranch, CO 80126
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Denver, CO 80209-5006

Laura Macfarlane Twiss
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Twin Falls, ID 83301

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Suzanne H. Weaver
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The Restated Mary K. Zackrison Inter Vivos
Trust dated 10/30/00
Mary K. Zackrison, Trustee
895 South Donner Circle # C
Salt Lake City, UT 84108

Ute Distribution Corporation
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Tyler Yost
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Ute Tribe of Uintah and
Ouray Indian Reservation
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